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AZ CORP COMMISSION
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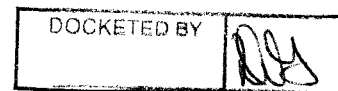
February 13, 2001

Arizona Corporation Commission
DOCKETED

FEB 14 2001

VIA OVERNIGHT DELIVERY

Brian C. McNeil, Executive Secretary Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007



Re: Docket No.T-03981A-01-0032: Application of Domino Networks Communications, Inc. for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange Service, Exchange Access and Interexchange Telecommunications Services in Arizona

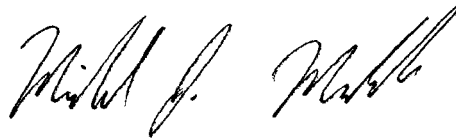
Dear Mr. McNeil:

On January 10, 2001 Domino Networks Communications, Inc. ("DNC") filed the above referenced Application. This letter is to inform the Arizona Corporation Commission ("Commission") that on February 1, 2001, DNC and its parent company, Domino Networks, Inc., formally changed their names to Zephion Networks Communications, Inc. ("ZNC") and Zephion Networks, Inc., respectively. ZNC will market its services in the State of Arizona under the name of Zephion Networks Communications. Duly authenticated copies of ZNC's amended certificate of incorporation and certificate of authority to transact business from the Arizona Commission, changing its name to Zephion Networks Communications, Inc. are attached hereto as Exhibit A.

This name change has no significant material effect on the nature of the corporate organization or on the above-referenced pending Application. ZNC respectfully requests that this information be associated with the above-referenced Application.

An original and ten (10) copies of this letter are enclosed. Please date stamp the extra copy and return it in the self-addressed, postage paid envelope provided. Should there be any questions please do not hesitate to contact us.

Sincerely,

Handwritten signatures of Russell M. Blau and Michael J. Mendelson.

Russell M. Blau
Michael J. Mendelson

Counsel for Zephion Networks Communications, Inc.

cc: Woody Traylor

EXHIBIT A

**AMENDED CERTIFICATE OF INCORPORATION
AND AUTHORITY TO TRANSACT BUSINESS**

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOMINO NETWORKS COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "DOMINO NETWORKS COMMUNICATIONS, INC." TO "ZEPHION NETWORKS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3316307 8100

AUTHENTICATION: 0949218

010052826

DATE: 02-01-01

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION**

OF

DOMINO NETWORKS COMMUNICATIONS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Domino Networks Communications, Inc. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of Delaware on November 14, 2000 and restated on December 15, 2000.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article First in its entirety and substituting in lieu thereof the following.

"FIRST: The name of the Corporation is Zephion Networks Communications, Inc."

3. The amendment to the Restated Certificate of Incorporation herein certified has been duly adopted by the Board of Directors and stockholders of the Corporation and written consent has been given in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on January 31, 2001

By: 

Johnson Agobua
President

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****ZEPHION NETWORKS COMMUNICATIONS, INC.*****

a corporation organized under the laws of the jurisdiction of Delaware was, on the 13th day of December 2000, authorized to transact business in the State of Arizona as a foreign corporation.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
6th day of February, 2001, A. D.*



[Signature]
Executive Secretary

BY: *Windy Robinson*

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER

MARC SPITZER
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

February 05, 2001

Re: ZEPHION NETWORKS COMMUNICATIONS, INC.

This letter concerns the document checked below which was filed on 02-05 -2001

- () Articles of Amendment
- () Articles of Restatement
- () Articles of Merger
- (XX) Application for New Authority
- () Articles of Domestication

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in the county of the known place of business, for three (3) consecutive publications. An affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing. For your convenience we have attached a list of known qualified newspapers for publishing.

The commission is aware of its backlog, and will take into consideration the filing date and the approval date if publication is not returned within the ninety (90) day time frame.

Arminda Robinson
Examiner
Corporations Division

If you have any questions, please call the Corporations Division Phoenix (602) 542-3135,
Tucson 520-628-6560 or toll free (Arizona residents only) at 1-800-345-5819
For more information contact our web site, at the address indicated below.

Approther.wpd
Revised 03/00

AZ. CORP. COMMISSION

DELIVERED

DO NOT PUBLISH
THIS SECTION

FEB 05 2001

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN ARIZONA

1. The corporate name must contain the corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

FILED BY
TERM
DATE

Windy Robinson

02-05-2001

F-0972880-5

The name of the corporation is: Domino Networks Communications, Inc.

A(n) Delaware Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

☒ We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- ☒ Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- ☐ The period of our duration.
- ☐ The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

Zephion Networks Communications, Inc. OK

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 14 day of November, 2000 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

c/o CSC, 2711 Centerville Road, Suite 400
Wilmington, DE 19808

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Corporation Service Company

818 East Osborn Rd.

Phoenix, AZ 85014

**DO NOT PUBLISH
THIS SECTION**

5.b. Indicate to which address the Annual Report should be mailed.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations.

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

8. The total number of authorized shares cannot be "zero" or "N/A". Include authorized, not issued shares in this section.

- 5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

- 5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

None.

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

See attached

officers/directors rider _____ [title]

_____ [title]

_____ [title]

8. The foreign corporation is authorized to issue 1,000 shares, itemized as follows: (Attach additional sheets if necessary.)

 1,000 shares of Common [class or series] stock at

 no par value or par value of \$.01 per share.

 shares of [class or series] stock at

 no par value or par value of \$ per share.

 shares of [class or series] stock at

 no par value or par value of \$ per share.

OFFICERS/DIRECTORS RIDER

AZ – Amended Application for Authority
to Transact Business in AZ

Zephion Networks Communications, Inc.
Formerly Domino Networks Communications, Inc.

List of Officers

Name: Johnson Agogbua **Title:** Pres./CEO
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042

Name: Liran Gordon **Title:** VP/Treas./Sec.
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042

Name: Robert W. Traylor **Title:** VP, Regulatory Affairs/
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042 Asst. Sec.

List of Directors

Name: Johnson Agogbua **Term:** Nov. 15, 2001
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042

**DO NOT PUBLISH
THIS SECTION**

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

9. The foreign corporation has issued 1,000 shares, itemized as follows:

1,000 shares of Common [class or series] stock at
_____ no par value or par value of \$.01 per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Telecommunications network development & operator

DATED this 1st day of February, 2001

Zephion Networks Communications, Inc.

[Name of Corporation]

Executed by _____

Duly Authorized Officer or Director

Liran Gordon, Vice President/Treasurer/Secretary

[print name]

[title]

PHONE _____

FAX _____

[optional]

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 5th day of February, 2001.

Corporation Service Company

By: _____

Signature

Jennifer L. Tillem, Assistant V.P.

[Print Name]